

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

Index No. 07 CV 11387 (DLC)(DF)

It is hereby stipulated and agreed, by and between the undersigned attorneys for Plaintiff Securities and Exchange Commission (“SEC”), Defendants Brian N. Lines, Scott G. S. Lines, LOM (Holdings) Ltd., Lines Overseas Management Ltd., LOM Capital Ltd., LOM Securities (Bermuda) LTD., LOM Securities (Cayman) Ltd., LOM Securities (Bahamas) Ltd., (collectively, “LOM” or the “LOM Defendants”), (collectively the “Parties”), and ordered by the Court, that the following provisions of this Stipulation and Protective Order shall govern the production and use of recordings of Brian N. Lines’ telephone calls at LOM and the BMA Investigation Materials (“Brian Lines’ Tapes” and “BMA Investigation Materials” as more fully defined below):

1. The term "Brian Lines' Tapes" as used herein shall mean all recordings of telephone calls on the LOM telephone extension of Brian Lines within the possession, custody and control of LOM relating to Sedona, Renaissance, SHEP, IHI and/or the SEC Investigation, as those terms are defined in the SEC's First Request for the Production of Documents dated June 24, 2008 ("First Request"), that were heretofore enjoined from production by LOM pursuant to the Bermuda Court of Appeals by order dated March 23, 2006 (the "Bermuda Order"). It is understood that while certain tapes covering the period December 2002 through February 2003 have been reviewed and identified as responsive to the First Request, and the Parties agree to produce those tapes within the time set forth below, tapes for other periods have not been reviewed and the Parties are currently negotiating the appropriate additional time periods.

2. The "BMA Investigation Materials" shall mean the recordings, transcripts, summaries or excerpts of interviews undertaken by the inspector appointed by the Bermuda Monetary Authority under section 19 of the Bermuda Investment Business Act of 1998, which materials were heretofore enjoined from production by the Bermuda Order.

3. Brian Lines does not object to the production by LOM of the Brian Lines Tapes and the BMA Investigation Materials and Brian Lines and LOM will jointly arrange for the production of such materials to the SEC. The Parties hereto agree that the production of the Brian Lines' Tapes and the BMA Investigation Materials shall not be construed as a waiver of any of Brian Lines' rights under the Bermuda Order.

4. The Brian Lines' Tapes and the BMA Investigation Materials that have been identified to date as responsive to the First Request will be produced within 20 days of the date hereof.

5. The SEC and the other Parties hereto shall not disclose any part of Brian Lines' Tapes or their contents for a period of 60 days of the date hereof, without the prior written consent of Brian Lines' counsel or by order of the Court.

6. Within 60 days of the date hereof, Brian Lines may produce to the SEC and the other Parties all or certain of the Brian Lines' Tapes with portions redacted. Brian Lines undertakes to redact only those portions of Brian Lines' Tapes that he determines in good faith to be irrelevant and immaterial to the claims and defenses in this action. After such production of redacted Brian Lines' Tapes, the SEC and the other Parties may use only the redacted Brian Lines' Tapes and any Brian Lines' Tapes for which Brian Lines did not supply redacted versions, unless Brian Lines and the SEC agree otherwise in writing. The SEC and other Parties may retain the unredacted portions of the Brian Lines' Tapes, but may use them only to determine what is redacted and shall not otherwise use, disseminate, or refer to such redacted portions in any way unless Brian Lines and the SEC agree otherwise in writing.

7. Should any dispute arise regarding whether the redacted portions of the Brian Lines' Tapes should be available to the SEC or any other Party for use in this action, the parties to such dispute shall negotiate in good faith an agreement governing the use of the disputed portions of the Brian Line' Tapes, failing which the Parties may apply to the Court for a modification of this Stipulation and Protective Order.

8. Brian Lines' Tapes shall be used only in a manner consistent with the terms of this Stipulation and Protective Order and any amendments thereto and solely for purposes of prosecuting or defending the claims in this action and shall not be produced or disclosed in any manner to any person other than a Party hereto, their counsel, or to the Court.

9. As LOM has produced and will produce certain recordings of Scott G.S. Lines' telephone calls at LOM ("Scott Lines Tapes"), the foregoing provisions relating to the Brian Lines Tapes shall also apply to the Scott Lines Tapes.

Dated: August 28, 2008

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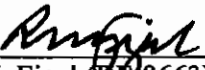
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So ordered.

*Janice [Signature]
Sept. 3, 2008*

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SO ORDERED:

Denise L. Cote, U.S.D.J.